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2009 JUN 15 PM 2:40

*for 6/16/09*

**Nicholas T. Schroeder**  
*Attorney at Law*  
4010-D Newberry Road  
Gainesville, Florida 32607

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352-376-8118

June 12, 2009

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

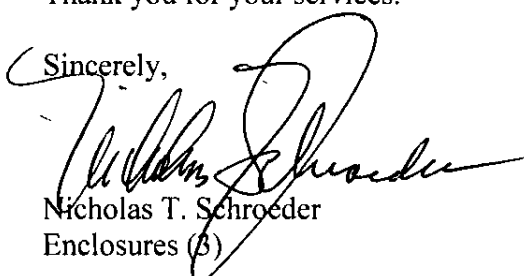
Re: Incorporation of FRIENDS FOR CHINA, INC. (Non-Profit)

Enclosed are the following:

1. Two copies Articles of Incorporation for FRIENDS FOR CHINA, INC..
2. Certificate Designating Registered Agent
3. My Trust Account check for \$70.00

Please file the corporation and return a certified copy of the Articles to this office.  
Thank you for your services.

Sincerely,

  
Nicholas T. Schroeder  
Enclosures (3)

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Articles of Incorporation  
of  
FRIENDS FOR CHINA, INC.  
(Not for profit)

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The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

ARTICLE I

Name

The name of this Corporation shall be FRIENDS FOR CHINA, INC.

ARTICLE II

Term

This Corporation shall commence corporate existence upon the filing of these articles by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

Purpose

The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding section of any future Federal tax code) (the "Code"), not for pecuniary profit.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 9911 SW 54<sup>th</sup> Lane, Gainesville, FL, 32608 and the name of the initial registered agent of this foundation at that address is TED MEILLEUR, 9911 SW 54<sup>th</sup> Lane, Gainesville, FL, 32608.

ARTICLE V

The Mailing Address of the Corporation

The initial mailing address is P.O. Box 140779, Gainesville, Florida 32614.

## ARTICLE VI

### Method of Election of Directors and Number of Directors

The method of election of directors shall be stated in the By-Laws of the Corporation. The number of directors of the Corporation shall be specific, from time to time, by the By-Laws, provided, however, that the number of directors shall never be less than three (3).

## ARTICLE VII

### Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of six (6) directors elected as stated in the Bylaws of the Corporation. The names and mailing addresses of the initial directors of this Corporation are:

Ted Meilleur  
9911 SW 54 Lane  
Gainesville, FL 32608

Brett R. Robinson  
2703 Woodhaven Court  
Clearwater, FL 33761

Jane Meilleur  
9911 SW 54 Lane  
Gainesville, FL 32608

## ARTICLE VIII

### Incorporator

The name and street address of the person signing these Articles of Incorporation as incorporator is:

Ted Meilleur  
9911 SW 54 Lane  
Gainesville, FL 32608

## ARTICLE IX

### Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X  
Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XI

Restrictions and Interpretation

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its shareholders, members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. All other payments and distributions of the Corporation shall be in furtherance of the purposes set forth in Article III hereof.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code") or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Code. So long as the Corporation is deemed a private foundation under section 509 (a) of the Code, it shall not, as provided in Section 508 (e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as to not subject the Corporation to tax under Section 4942 of the Code, engage in any act of self-dealing as defined in Section 4941 (d) of the Code, retain any excess business holdings as defined in Section 4943 (c) of the Code, make any investments in such manner as to subject the Corporation to any tax under Section 4944 of the Code, and make any taxable expenditures as defined in Section 4945 (d) of the code.

Section 4. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986 as now in force or hereafter amended. Accordingly, no part of the affairs of the

Corporation shall be administered directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

## ARTICLE XI

### Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all assets of the corporation exclusively for one or more of the purposes of the Corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes as shall at the time qualify as an exempt organization or organizations under selection 501 (c) (3) of the Code, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for one or more of the purposes of the Corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set his hand and seal this 12 day of June, 2009., for the purposes of forming this Corporation not for profit under the laws of the State of Florida.

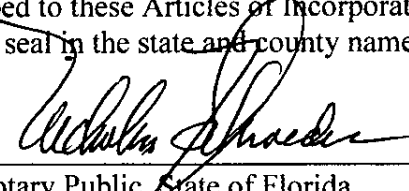
  
Ted Meilleur


STATE OF FLORIDA

COUNTY OF ALACHUA

Before me, a Notary Public, duly authorized in the state and county aforesaid to take acknowledgements, personally appeared TED MEILLEUR, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 12th day of JUNE, 2009.

  
Notary Public, State of Florida  
at Large

NOTARY PUBLIC-STATE OF FLORIDA  
 Nicholas T. Schroeder  
Commission # DD495379  
Expires: DEC. 12, 2009  
Bonded Thru Atlantic Bonding Co., Inc.


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

2009 JUN 15 PM 2:40

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

**FRIENDS FOR CHINA, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9911 SW 54<sup>th</sup> Lane, Gainesville, FL, 32608 has named TED MEILLEUR, 9911 SW 54<sup>th</sup> Lane, Gainesville, FL, 32608., as its agent to accept service of process within Florida.



Ted Meilleur., President

Date:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Ted Meilleur

Registered Agent

Date